

# HELM

## FINANCIAL CORPORATION

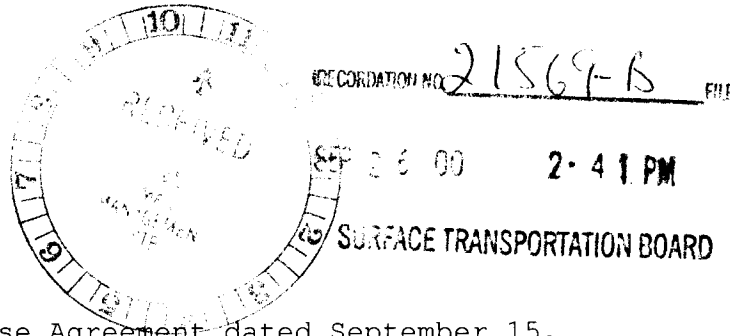
One Embarcadero Center • San Francisco, CA 94111

415/398-4510

FAX 415/398-4816

September 15, 2000

Mr. Vernon Williams  
Surface Transportation Board  
1925 K Street, N.W.  
Washington, D.C. 20423-0001



RE: Full Termination of Locomotive Lease Agreement dated September 15, 2000 ("**Termination**"), by **Helm Financial Corporation** ("**Lessor**").

Dear Mr. Williams:

On behalf of Helm Financial Corporation, I submit for filing and recording, under 49 U.S.C. Section 11303(a) and the regulations promulgated thereunder the following document:

Two (2) fully-executed originals of the above-referenced Termination.

In connection with the recording of the Termination, please note the following information:

Name and Address of Lessor: Helm Financial Corporation  
One Embarcadero Center, Suite 3700  
San Francisco, CA 94111

Name and Address of Lessee: Alaska Railroad Corporation  
327 West Ship Creek Avenue  
Anchorage, AK 99501

**A short summary of the document to appear in the index follows:**

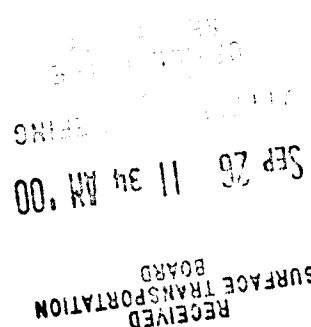
This Full Termination of Locomotive Lease Agreement dated September 15, 2000, between Helm Financial Corporation as Lessor and Alaska Railroad Corporation as Lessee covers 15 locomotives within the series HLCX 4400 - 4405, HLCX 4407, HLCX 4411, HLCX 4413, HLCX 4414 and HATX 505.

Please file this Termination as a supplementary document to Recordation No. **21569** filed on August 10, 1998 at 11:19 a.m. and Amendment No. 3 was filed July 18, 1999 at 1:00 p.m. under Recordation No. **21569-A** and return one (1) stamped original to my attention. A check covering the filing fee of twenty-six dollars (\$26.00) is enclosed.

Yours truly,

*Alison Drain*  
Alison Drain  
Document Administrator

/ad  
Enclosures (2)



stb/termlse/arr002.00,.01,.02trm

ad/09/15/00

21569-B

SEP 26 '00 2:41 PM

## FULL TERMINATION OF LOCOMOTIVE LEASE

SURFACE TRANSPORTATION BOARD

THIS FULL TERMINATION OF LOCOMOTIVE LEASE AGREEMENT ("Termination") is dated as of September 15, 2000 by HELM FINANCIAL CORPORATION, a California corporation ("Lessor").

1. **Recitals.** Lessor entered into the Locomotive Lease Agreement dated as of February 26, 1998, as amended by Amendment No. 3 dated March 31, 1999 ("Lease"), with Alaska Railroad Corporation, an Alaska corporation, with respect to the fifteen (15) locomotives described in Schedule A attached hereto. The Lease is on file at the Surface Transportation Board of the Department of Transportation ("STB") under STB Recordation No. 21569 filed on August 10, 1998 at 11:19 a.m. and Amendment No. 3 was filed July 18, 1999 at 1:00 p.m. under Recordation No. 21569-A.

The Lease was terminated as of June 5, 2000. The purpose of this Termination of Lease is to provide a formal termination document for filing with the STB.

2. **Termination.** The Lease is hereby formally terminated.

IN WITNESS WHEREOF, Lessor, pursuant to due corporate authority, has caused this Termination of Lease to be signed in its corporate name on the date indicated below its signature.

HELM FINANCIAL CORPORATION

By: 

Print Name: John F. Dains

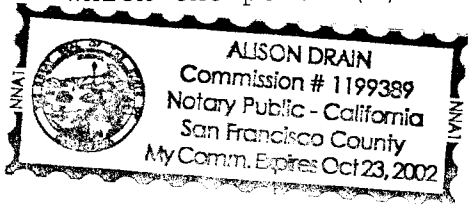
Title: Senior Vice President &amp; CFO

STATE OF CALIFORNIA       )  
                                  ) S.S.  
COUNTY OF SAN FRANCISCO )

On September 25, 2000, before me, Alison Drain, personally appeared John F. Dains, Senior Vice President and Chief Financial Officer of **HELM FINANCIAL CORPORATION**,

  X   personally known to me    -OR-  
       proved to me on the basis of satisfactory evidence

to be the person(s) whose name(s) is/are subscribed to the within instrument and acknowledged to me that he/she/they executed the same in his/her/their authorized capacity(ies), and that by his/her/their signature(s) on the instrument the person(s), or the entity upon behalf of which the person(s) acted, executed the instrument.



Witness my hand and official seal.

Alison Drain  
SIGNATURE OF THE NOTARY

[Notarial Seal]

## SCHEDULE A

To the Termination of Schedule to Locomotive Lease dated September 15, 2000.

### INITIAL UNITS

#### Equipment Description:

Eight (8), four axle, 3000 horsepower diesel electric GP40-3 locomotives built by EMD in 1967.

#### Unit Numbers

HLCX 4400  
HLCX 4401  
HLCX 4404  
HLCX 4405  
HLCX 4408  
HLCX 4411  
HLCX 4413  
HLCX 4414

### ADDITIONAL UNITS

#### Equipment Description:

Six (6) U.S. Leader equipped locomotives.

#### **GP38-3**

#### Unit Numbers

HLCX 3876  
HLCX 3877  
HLCX 3878

#### **GP40-3**

#### Unit Numbers

HLCX 4402  
HLCX 4403  
HLCX 4407

### SPARE UNIT

#### Equipment Description:

One (1), 3,000 horsepower, GP40-2 locomotive equipped with dynamic brakes. Built by EMD in 1972.

#### Unit Number

HATX 505